

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

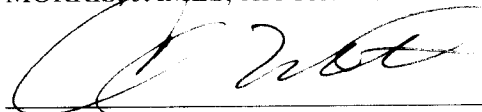
In re:)	Chapter 11
)	Bankruptcy Case No. 03-10945 (MFW)
FLEMING COMPANIES, INC., <i>et al.</i>)	Jointly Administered
)	
Debtors.)	
_____)	
)	
KEMPS LLC,)	Civ. No. 05-834-SLR
)	
Appellant.)	
v.)	
)	
POST-CONFIRMATION TRUST,)	
)	
Appellee.)	
_____)	

AGREEMENT OF DISMISSAL OF APPEAL OF KEMPS LLC
PURSUANT TO FED. R. BANKR. P. 8001(c)(2)

IT IS HEREBY AGREED this 15th day of May, 2006, pursuant to Fed. R. Bankr. P. 8001(c)(2), by and among the above-captioned appellant, Kemps LLC and appellee, the Post-Confirmation Trust, through their respective counsel, that the above-captioned appeal of the Order on Cross-Motion of the Post-Confirmation Trust for Declaratory Relief [*Bankruptcy Case Docket No. 11930*] is dismissed.

Dated: May 15, 2006

MORRIS, JAMES, HITCHENS & WILLIAMS LLP

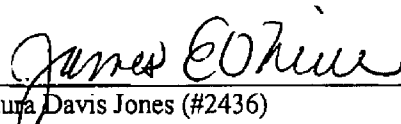


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